

University of Toronto Alumni Association By-law 2004 – Key Amendments

May 16, 2024

The UTAA Board of Directors sought legal advice to amend By-law 2017- 1 to bring it into full compliance with the *Not-for-Profit Corporations Act* and to reset the directors' terms that resulted from loss of quorum at the May 31, 2023 Annual Meeting. The key amendments are summarized below:

1. Re-setting the terms of the directors

Section 4.02 – The terms of the board members have been reset to restart the rotation.

- six (6) directors shall be elected for a term of 2 years
- seven (7) directors shall be elected for a term of 1 year
- Subsequently, the office of any elected director whose term of office has expired, shall be filled by election for a two-year term (4.03)

2. Amending current quorum requirements for Annual Meeting of Members

Section 6.07 – Quorum – The quorum has been changed from 100 members to 20 members of the Corporation that are entitled to vote and present in person or represented by proxy at the beginning of the meeting. Quorum does not need to be maintained throughout the meeting.

3. UTAA By-law changes for greater compliance with ONCA

There have been a number of minor wording changes and edits for *Not-for-Profit Corporations Act* compliance. These are some of the more material changes.

Section 5.05 – Content of Notice - has been added to provide more detail around the content of notice for regular board of director meetings.

Section 6.02 - Meetings by Telephonic or Electronic Means - has been updated to provide more clarity around the conditions for participating in the Annual Meeting of Members by those means.

Section 6.05 – Notice of Meetings – The notice of meeting for the Annual Meeting of Members has been updated to specify that notice is given by email, social media or via the website of the UTAA or the University.

Section 8.03 – Chair of the Board – The terminology has been updated to replace the term President with Chair of the Board. The Chair of the Board may also be called the President.

Section 8.05 – Secretary – The by-law now outlines the duties of the Secretary.

Section 9.05 – Rules Governing Committees – The by-law now contains more specific wording around membership on committees and length of committee member terms. Committee member terms are specified as one year until the commencement of the Annual Meeting and can be reappointed.